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9 **UNITED STATES DISTRICT COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**
11 **SAN JOSE DIVISION**
12

13 IN RE HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

Master Docket No. 11-CV-2509-LHK

15 THIS DOCUMENT RELATES TO:
16 ALL ACTIONS

**DECLARATION OF CHRISTINA BROWN
IN SUPPORT OF ADMINISTRATIVE
MOTION TO SEAL**

1 I, Christina Brown, declare as follows:

2 1. I am a member of the Bar of the State of California and a counsel of the law firm
3 of O'Melveny & Myers LLP, attorneys for Defendant Apple Inc. I submit this declaration in
4 support of the Administrative Motion to File Under Seal relating to Plaintiffs' Consolidated
5 Reply in Support of Class Certification and in Opposition to Defendants' Motion to Strike the
6 Report of Dr. Edward E. Leamer and supporting documents. I make this declaration based on my
7 own personal knowledge and information provided to me, as noted below. If called to testify as a
8 witness, I could and would do so competently.

9 2. Apple requests that the Court maintain under seal (1) portions of Plaintiffs'
10 Consolidated Reply in Support of Class Certification and in Opposition to Defendants' Motion to
11 Strike the Report of Dr. Edward E. Leamer; (2) portions of the Reply Expert Report of Dr.
12 Edward E. Leamer; and (3) portions of the Exhibits to the Declaration of Dean M. Harvey in
13 Support of Plaintiffs' Consolidated Reply in Support of Class Certification and in Opposition to
14 Defendants' Motion to Strike the Report of Dr. Edward E. Leamer. I have reviewed these
15 documents, and I believe that there is good cause to maintain under seal the portions set forth
16 below. As described below, they contain, rely upon, and reflect information designated by Apple
17 as CONFIDENTIAL and CONFIDENTIAL – ATTORNEYS' EYES ONLY under the Stipulated
18 Protective Order entered by the Court on January 24, 2012 (Dkt. 107).

19 3. The following portions of Plaintiffs' Consolidated Reply in Support of Class
20 Certification and in Opposition to Defendants' Motion to Strike the Report of Dr. Edward E.
21 Leamer contain and reflect Apple's highly confidential and competitively sensitive recruiting and
22 compensation strategies and data:

- 23 • Page 14, n. 10, lines 23-24 contain confidential information regarding Apple's
- 24 recruiting practices and recruiting staff;
- 25 • Page 17, lines 13-18 and 20-21 contain highly confidential information regarding
- 26 Apple's employee compensation practices and strategies;
- 27 • Page 18, lines 14-16 contain highly confidential information regarding Apple's
- 28 employee job titles and compensation practices and strategies;

- Page 21, lines 7-13 contain highly confidential information regarding Apple's compensation strategies and plans with respect to a potential Apple employee;
- Page 22, lines 5-7 reflect Apple's highly confidential employee compensation data, including employee salaries;
- Page 25, lines 1-6 reflect Apple's highly confidential employee compensation strategies and practices, as well as Apple's highly confidential employee compensation data, including employee salaries.

4. The following portions of the Reply Expert Report of Dr. Edward E. Leamer contain and reflect Apple's highly confidential and competitively sensitive employee compensation data and recruiting and compensation strategies:

- Paragraph 46, second and fourth sentences reflect highly confidential information regarding Apple's employee compensation practices and strategies;
- Paragraph 47, last sentence reflects Apple's highly confidential employee compensation strategies and practices;
- Paragraph 55 purports to reflect Apple's highly confidential compensation strategies;
- Paragraph 64 reflects Apple's highly confidential employee compensation strategies and practices, as well as Apple's highly confidential employee compensation data, including employee salaries;
- Figures 1-3, and 6-19 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation.

5. The following portions of the Exhibits to the Declaration of Dean M. Harvey in Support of Plaintiffs' Consolidated Reply in Support of Class Certification and in Opposition to Defendants' Motion to Strike the Report of Dr. Edward E. Leamer contain and reflect Apple's highly confidential and competitively sensitive compensation and other employee data and recruiting and compensation strategies:

- Exhibit 3, excerpts from the deposition of Apple witness Mark Bentley reflect Apple's confidential recruiting practices and strategies;

- 1 • Exhibit 6, excerpts from the deposition of Apple witness Steven Burmeister reflect
- 2 Apple's sources of highly confidential employee compensation data;
- 3 • Exhibit 13, excerpts from the deposition of Defendants' expert, Professor Kevin
- 4 Murphy at 260:12-25, 283:7-25, 284:1-4, 12-20, and 294:23-25 reflect Apple's highly
- 5 confidential employee compensation strategies and practices. Additionally, pages
- 6 255-258 of exhibit 13 are excerpts from the deposition of Apple witness Mark
- 7 Bentley, which reflect Apple's confidential recruiting practices and strategies;
- 8 • Exhibit 19, an Apple document labeled 231APPLE016220-21 and designated
- 9 CONFIDENTIAL – ATTORNEYS' EYES ONLY, contains highly confidential
- 10 information regarding Apple's employee compensation plans and strategies;
- 11 • Exhibit 20, an Apple document labeled 231APPLE039426-28 and designated
- 12 CONFIDENTIAL – ATTORNEYS' EYES ONLY, discusses Apple's highly
- 13 confidential compensation strategies and plans with respect to a potential Apple
- 14 employee.

15 6. As set forth in the Declaration of Mark Bentley Pursuant to Civil Local Rule 79-
 16 5(d) in Support of Administrative Motion to File Under Seal at ¶ 4 (Dkt. 204) and the Declaration
 17 of Steven Burmeister in Support of Defendants' Opposition to Plaintiffs' Motion for Class
 18 Certification at ¶ 11 (Dkt. 215-4), such information is extremely sensitive, and Apple considers it
 19 to be, and treats it as, confidential, proprietary, and competitively sensitive. Apple would suffer
 20 serious competitive harm if this information were disclosed because its competitors would gain
 21 detailed data and insight into its confidential and proprietary employee recruiting and
 22 compensation practices and strategies. Public disclosure of this information would deprive Apple
 23 of its investment in developing these strategies and put Apple at a significant disadvantage with
 24 respect to recruiting, hiring, and compensating its employees. Apple would therefore be
 25 prejudiced if this information were made available to the general public.

26 7. Because these documents and portions of documents cannot be publicly disclosed
 27 without causing serious harm, as described above, Apple requests that they be maintained under
 28 seal and redacted from the publicly-filed versions of the documents.

1 I declare under penalty of perjury under the laws of the United States that the above is true
2 and correct.

3 Executed on December 17, 2012, in San Francisco, California.

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5 By: /s/ Christina Brown
6 Christina Brown
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